

**BY- LAWS
OF
SAINT ANDREW ROWING CLUB, INC.**

**ARTICLE I
General Provisions**

Section 1. Name and Purposes – The name of the corporation is Saint Andrew Rowing Club, Inc. The corporation is formed for the purpose of supporting and assisting in the establishment and conducting the sport of rowing for youths in the high school grades eighth through twelfth. The corporation will provide opportunities for participating students by developing sportsmanship, providing health and physical development through rowing, encourage attendance at colleges and to support amateur athletics by developing future athletes for national or international rowing teams.

The additional purposes for which the Saint Andrew Rowing Club, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of the section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.

Section 2. Paramount Direction – The corporation shall, at all times, be operated in such manner that it qualifies as an exempt organization as said term is referred to in section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or any provision corresponding thereto from time to time in effect. The corporation is not organized and shall not be operated for pecuniary gain or profit, but is organized under the Georgia Non-profit Corporation Code, and these by-laws shall be interpreted accordingly. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law.

Section 3. Location – The Saint Andrew Rowing Club Inc. is located on the Saint Andrew Roman Catholic Church property at 675 Riverside Drive, Roswell, Georgia 30075. The official mailing address of the Saint Andrew Rowing Club, Inc. is P.O. Box 500065, Atlanta, Georgia 31150.

Section 4. Location Responsibilities – The Saint Andrew Rowing Club, Inc. resides on the property owned by the Saint Andrew Roman Catholic Church and has the responsibility to operate a rowing club for the youth area. Any additional use of this property or additions to this property has to meet with the approval of the Saint Andrew Catholic Church and the Catholic Archdiocese of Atlanta.

Section 5. Fiscal Year – Except otherwise determined by the directors, the fiscal year of the corporation shall be from the first day of July to the last day of June of each calendar year.

ARTICLE II

Members

Section 1. Members – The members of the corporation shall be (a) the directors of the corporation then in office and (b) the parents/guardians of a registered Saint Andrew Rowing Club rower. A rower is considered registered when dues have been paid in full and or when a payment plan is in effect. The Board of Directors shall determine the amount of the membership dues.

Section 2. Termination – Any member may be expelled by a two-thirds vote of the Board of Directors then in office, for conduct unbecoming a member or prejudicial to the aims or repute of the corporation, after notice and opportunity for a hearing are afforded the member complained against.

Section 3. Annual meeting – The annual meeting of members for the election of directors as required by the State of Georgia shall be in the month of May, each year. The date, time and place shall be fixed by the Board of Directors and notice thereof mailed to each member at least (10) days before said meeting.

Section 4. Additional Meetings – General meetings of the corporations may be called by the President or secretary upon the order in writing of a majority of or by resolution of the Board of Directors, or at the request in writing of a majority of members of the corporation, provided a notice specifying the date, place and time, thereof is mailed to each member at least ten (10) days before said meeting.

Section 5. Quorums – At any duly called meeting of the general membership, 50% of the paid general members in addition to a majority of the directors of the organization or their written proxy, must be present to constitute a quorum.

ARTICLE III

Directors

Section 1. General Powers – The business and affairs of the corporation shall be managed by the Board of Directors. In addition to the powers and authority expressly conferred upon it by these By- Laws, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are allowed by the Georgia Nonprofit Corporation Code. Nothing herein shall grant to the Board of Directors any powers or authority which is not consistent with the laws of the State of Georgia, with the Articles of Incorporation of the corporation, with these By- Laws or with any duties, obligations or restrictions imposed on the operation, management, property, business and affairs of corporations qualifying as tax-exempt non-profit

foundations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and related provisions.

Section 2. Number, Election, and Term of Office – The Board of Directors shall consist of the officers described in Article V Section 1 of these By- Laws and a minimum of five (5) but no more than thirteen (13) additional directors as determined by the officers in Article V Section 1 of these By-Laws. The Board of Directors shall be elected annually by the members at the annual meeting or at a special meeting lieu of the annual meeting. The directors shall serve as a Nominating Committee and shall offer to the membership at its annual meeting a list of nominees to be offered from the floor at the annual meeting by any member of the corporation. All directors shall hold office until the next annual meeting of the members or special meeting in lieu of an annual meeting and thereafter until their respective successors are chosen and qualified. Any vacancy in the board may be filled by the remaining directors with a majority of the remaining directors voting in the affirmative.

Section 3. Qualifications – Directors shall be natural persons who have attained the age of twenty-one (21) years.

Section 4. Resignation and Removal – Any director may resign by delivering his written resignation to the corporation at its principal address or to the President, and such resignation shall be effective upon receipt unless it is specified to be effective at some later time. Any director may be removed from office with or without cause by the affirmative vote of two- thirds (2/3) of the other directors then in office. Removal action may be taken at any director’s meeting with respect to which notice of such purpose has been given, and a removed director’s successor may be elected at the same meeting to serve the unexpired term. Failure to attend three consecutive scheduled Board meetings will be grounds for removal.

Section 5. Compensation – No director shall receive any stated compensation for his/her services as director. The Board of Directors shall have the power to contract for and to pay to any director rendering unusual or exceptional services to the corporation special compensation appropriate to the value of such services.

Section 6. Executive Committee – The Executive Committee shall consist of the four officers described in Article V. Section 1 of these By- Laws and one additional director as elected by the Board of Directors. Each member of this committee shall have one (1) vote.

Section 7. Committees of the Board of Directors – The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members one or more committees each consisting of one or more directors. Any such committee shall have and may exercise all of the authority of the Board of Directors in the management of the business and affairs of the corporation except that it shall have no authority with respect to (1) amending the Articles of Incorporation or these By- Laws; (2) adopting a plan of merger or consolidation; (3) filling vacancies on the

Board or any committee; (4) selling, leasing, exchanging or otherwise disposing of all or substantially all the property and assets of the corporation; and (5) voluntary dissolution of the corporation or a revocation thereof. Such committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee and each member thereof shall serve to the pleasure of the Board, and the designation of any such committee and delegation thereto of authority shall not relieve any director of any responsibility imposed By- Laws. So far as applicable, the provisions of these By- Laws or applicable statutes relating to the conduct of meeting of the Board shall govern meetings of the committee.

Section 8. **Voting** – Each member of the Board of Directors shall be entitled to cast one (1) vote on any item that the Board of Directors shall from time to time deem appropriate.

ARTICLE IV

Meetings of the Board of Directors

Section 1. **Regular meetings** – Regular meetings of the directors shall be held at least annually in May of each year, at which time the officers and directors shall be elected. In addition, the directors will meet once a month on a date set by the Board of Directors. All directors must be notified in writing of these meetings.

Section 2. **Special Meetings** – Special meeting of the Board of Directors may be called by or at the request of the President or by any two directors in office at that time. Such notice of these meetings shall be given to each director in person, by telephone or by mail at least twenty-four (24) hours in advance of the meeting.

Section 3. **Place of meeting** – Directors may hold their meetings at any place within or without the State of Georgia.

Section 4. **Presumption of Assent** - A director who is present at a meeting of the Board of Directors shall be presumed to have concurred in any action taken at the meeting, unless his dissent to such action shall be entered in the minutes of the meeting or unless he shall submit his written dissent to the person acting as the secretary of the meeting before the adjournment of the meeting or shall forward such dissent by registered or certified mail to the secretary of the corporation within twenty-four (24) hours after the adjournment of the meeting. Such right to dissent shall not apply to a director who, being present at the meeting, failed to vote against such action.

Section 5. **Quorum** – At meetings the Board of Directors, one-half of the directors then in office shall be necessary to constitute a quorum for the transaction of business; provided however, in no event shall less than five (5) directors constitute a quorum.

Section 6. Action at meetings – At any meeting of the directors at which a quorum is present, the vote of a majority of those present shall decide any matter, unless a different vote is specified by law, the Articles of Organization or these By- Laws.

Section 7. Action by Consent – Any action by the directors may be taken without a meeting if a written consent thereto is signed by all the directors and filed with the minutes of the meetings of the directors. Such consent shall be treated for all purposes as a vote at a meeting.

Section 8. Non-voting Directors – The directors may create classes of non-voting directorship and membership such as honorary directors, honorary members, associate directors, regional on such conditions as the directors determine and may assign to such persons such responsibilities, duties and privileges as the directors determine. Persons elected to such classes of membership shall not be directors or members for the purpose of these By- Laws and shall have no votes at any meetings of the directors or members.

ARTICLE V

Officers

Section 1. Officers – The officers of the corporation shall consist of a President, Vice President, Treasurer, Secretary, and other such officers as the directors may determine. No two offices may be held by the same person. The President and Vice-President shall join the United States Rowing Association upon their election.

Section 2. Term of Office – Except as otherwise determined by the Board of Directors, the officers of the organization shall hold office until their successors are chosen and qualified. Any officer may be removed at any time by the Board of Directors in accordance with Article III, Section 4 of these By- Laws. In the event of any vacancy occurring in any office of the corporation such vacancy may be filled by or in the manner prescribed by, the Board of Directors.

Section 3. Powers and Duties of Officers –

The PRESIDENT – The President shall, subject to the direction and control of the Board of Directors, preside when present at all meetings of the members and directors. The President shall have such other powers and duties as are usually incident to the office and as may be vested by these By- Laws or by the directors.

The VICE-PRESIDENT – The Vice-President shall exercise such of the powers and perform such of the duties of the President on behalf of the corporation as may be respectively assigned from time to time by the Board of Directors or the President. In the absence or inability of the President to act, a Vice President as shall have been designated by the Board of directors for the purpose shall have and possess all of the powers and discharge all of the duties of the president, subject to the Board of Directors.

The TREASURER – The Treasurer shall, subject to the direction and control of the Board of Directors, have general charge of the financial affairs of the corporation and shall keep full and accurate books of the account. The Treasurer shall have custody of all funds, securities and valuable documents of the corporation, except as the directors may otherwise provide, and shall render a statement of the financial affairs of the corporation at each annual meeting and at all monthly meetings. The Treasurer shall have such other powers and duties as are usually incident to the office and as may be bested by these By-Laws or from time to time designated by the directors.

The SECRETARY – The Secretary shall give such notices of meetings to members and directors as are required by these By- Laws and shall keep a record of all the meetings of members and directors. The secretary shall have such other powers and duties as are usually incident to the office and as may be vested by these By-Laws or by the directors. In the absence of the Secretary from any meeting of members or directors, a temporary Secretary designated by the person presiding at the meetings shall perform the duties of the Secretary.

ARTICLE VI

Funds and Corporate Seal

Section 1. **Use of Funds** – The corporation shall use its funds only to accomplish the objectives and purposes specified in these By- Laws. Disbursement of funds must be approved by a majority vote of the quorum of the Board of Directors.

Section 2. **Checks** - All checks or demands for money of the corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

Section 3. **Inspection of Books** – The members of the corporation by a majority vote at any meeting of members duly called, or in case the members shall fail to act, the Board of Directors, shall have power from time to time to determine whether and to what extent and at what times and places and under what conditions books of the corporation or any of them shall be open to the inspection of members; and no member shall have any right to inspect any book or document of the corporation, except as conferred by statute or authorized by the Board of Directors or by a resolution of the members.

Section 4. **Annual Reports** – No later than two (2) months after the close of each fiscal year, the corporation shall prepare, or cause to be prepared (a) the assets and liabilities of the corporation as of the end of such fiscal year; (b) the principal changes in assets and liabilities during such fiscal year; (c) the revenues or receipts of the corporation for such fiscal year; and (d) the expenses or disbursements of the corporation during such fiscal year.

Section 5. **Seal** – The corporation seal shall be in such form as the Board of Directors

may from time to time determine. In the event it is inconvenient to use such corporate seal at any time, the word “seal” enclosed in parentheses, shall be deemed the seal of the corporation.

ARTICLE VII

Indemnification of Directors and Officers

Section 1. General – The corporation shall indemnify each director, officer, and employee, each person who formerly served in such capacity, and each person who serves or may have served at the corporation that has an interest against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any action, suit or proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director, officer, or employee of the corporation, whether or not he/she is still serving in such capacity at the time of incurring such expenses or liabilities. The corporation shall not indemnify any director, officer, employee or such other person with respect to matters as to which such person shall be finally adjudged to be liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement if (1) the corporation is advised by written opinion of independent legal counsel that the director, officer, employee or such other person to be indemnified did not commit a breach of duty owed to the corporation and (2) a majority of disinterested directors approves the settlement and indemnification as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the Board of Directors or otherwise.

Section 2. Insurance – The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporations as director, officer, employee or agent of another corporation, against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this article.

ARTICLE VIII

Dissolution

Section 1. Method of Dissolution – This Corporation may be dissolved by a three-fourths (3/4) vote of all active members in good standing provided a notice of such meeting, stating the purpose thereof, shall be sent to all members at least thirty (30) days prior to said meeting. If said meeting does not result in a quorum, dissolution of the corporation may occur by a three-fourths (3/4) vote of the Board of Directors provided a notice of such meeting, stating the purpose thereof, shall be sent to all members at least thirty (30) days prior to said meeting.

Section 2. Disbursement of Funds Following Dissolution – Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Distribution of properties shall be determined by the membership or by the Board of Directors at the time of dissolution.

ARTICLE IX

Amendments of By- Laws

Section 2. Amendment – The By- Laws of the corporation may be altered, amended or repealed at a general meeting of the corporation by a vote of two-thirds (2/3) of all active members in good standing provided a notice of such meeting, stating the purpose thereof, shall be sent to all members at least thirty (30) days prior to said meeting.